

SHAREHOLDER RESOLUTIONS

Company Number 00829413

WEDNESDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF EUROFLEET RENTAL LIMITED

(the "Company")

CIRCULATION DATE: 18 June 2012
(the "Circulation Date")

It is proposed that the following resolutions be passed as special resolutions by way of written resolutions pursuant to Chapter 2 of Part 13 of The Companies Act 2006.

SPECIAL RESOLUTIONS

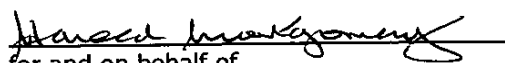
1. **THAT** the directors of the Company be authorised and directed to execute and enter into.
 - (a) a facility letter pursuant to which Bank of Ireland (UK) plc has agreed to continue to make available a BACs facility and a VISA business card facility to Centurion Truck Rental Ltd, Intercounty Truck and Van Limited, Intercounty Vehicle Contracts Limited, West Pennine Trucks Limited, Montracon Limited, Commercial Vehicle Auctions Limited, the Company, Scotia Plant Limited and Southern Plant Ltd,
 - (b) a supplementary facility letter pursuant to which Bank of Ireland has agreed to amend terms of a facility letter dated 01 October 2011 from Bank of Ireland (UK) plc to Centurion Truck Rental Ltd, Intercounty Truck and Van Limited, Intercounty Vehicle Contracts Limited, West Pennine Trucks Limited, Montracon Limited, Commercial Vehicle Auctions Limited, the Company, Scotia Plant Limited and Southern Plant Ltd in respect of an overdraft facility;
 - (c) a supplementary facility letter pursuant to which The Governor and Company of the Bank of Ireland has agreed to amend terms of a facility letter dated 01 October 2011 from The Governor and Company of the Bank of Ireland to Centurion Truck Rental Ltd, Intercounty Truck and Van Limited, Intercounty Vehicle Contracts Limited, West Pennine Trucks Limited, Montracon Limited, Commercial Vehicle Auctions Limited, the Company, Scotia Plant Limited and Southern Plant Ltd in respect of a term loan facility,
 - (d) a facility letter pursuant to which The Governor and Company of the Bank of Ireland has agreed to provide an on demand loan facility to Sarcon (No 261) Limited,
 - (e) a facility letter pursuant to which The Governor and Company of the Bank of Ireland has agreed to provide a guarantee facility to West Pennine Trucks Limited.
 - (f) a facility letter pursuant to which Bank of Ireland (UK) plc has agreed to provide an overdraft facility to Construction Equipment Distribution Limited;
 - (g) a facility letter pursuant to which The Governor and Company of the Bank of Ireland has agreed to provide a term loan facility to Construction Equipment Distribution Limited;

- (h) a cross company guarantee to be made by Ballyvesey Holdings Limited (as agent for the guarantors) and by each of Centurion Truck Rental Limited, Intercounty Truck and Van Limited, Intercounty Vehicle Contracts Limited, West Pennine Trucks Limited, Montracon Limited, Commercial Vehicle Auctions Limited, the Company, Scotia Plant Limited, Southern Plant Ltd, Construction Equipment and Distribution Limited, Sarcon (No. 261) Limited and Montgomery Developments Limited (as guarantors) in favour of the Security Trustee,

(altogether the "**Company Documents**"), and

2. **THAT**, notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict or because of any other limitation, prohibition or restriction whatsoever) the terms of, and the transactions contemplated by, each of the Company Documents be approved and the execution of and entry into by the Company of the Company Documents be deemed for all purposes to be one of the objects of the Company.

Please indicate your agreement to the resolutions set out above by signing below.


for and on behalf of
BALLYVESEY HOLDINGS LIMITED
(as sole shareholder of the Company)

18 June 2012
Date

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company using one of the following methods
 - By Hand to **Carson McDowell Solicitors**, Murray House, Murray Street, Belfast BT1 6DN
 - Post **Carson McDowell Solicitors**, Murray House, Murray Street, Belfast BT1 6DN
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless within 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document